



NRUC  
CORPORATION

100 NORTH TWENTIETH STREET  
SECOND FLOOR  
PHILADELPHIA, PA 19103  
215 • 569 • 2220

RECORDATION NO. 1 5850  
FILING DATE

OCT 6 1988 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

October 5, 1988

Interstate Commerce Commission  
12th & Constitution Avenues, North-West  
Washington, D. C. 20423

Attention: Ms. Lee, Room 2303

Dear Ms. Lee:

Enclosed herewith is the fully executed original and two copies  
to be recorded pursuant to Section 11303 of Title 49 of the United  
States Code.

This document is a Bill of Sale between NRUC Corporation and  
Citizens and Southern Trust Company, P. O. Box 1449, Greenville,  
South Carolina 29602.

A fee of \$13.00 is enclosed, please return fully executed copies  
to my attention at NRUC Corporation, 100 N. 20th Street, Second  
Floor, Philadelphia, Pa. 19103.

Sincerely,

*John A. Mariscotti*  
John A. Mariscotti  
President

JAM/bar

enclosure

*Counterpart -  
Reginald F. Harrison, Jr.*

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

10/6/88

John A. Mariscotti  
NRUC Corporation  
100 North Twentieth Street  
Second Floor  
Philadelphia, PA 19103

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/6/88 at 11:25AM, and assigned recordation number(s). 15850 Lead, 15371-K, 9964-F & 9957-F

Sincerely yours,

*Nesta R. McGee*  
Secretary

Enclosure(s)

BILL OF SALE

OCT 6 1988-11 22 AM

**INTERSTATE COMMERCE COMMISSION**

KNOW ALL PERSONS BY THESE PRESENTS THAT, in consideration of the sum of Three Hundred and Thirty Six Thousand Dollars (\$336,000), the receipt and sufficiency of which are hereby acknowledged, CITIZENS AND SOUTHERN TRUST COMPANY (formerly the Citizens and Southern National Bank of South Carolina), trustee under Trust Agreement dated December 17, 1977 ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to NRUC CORPORATION ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to 28 fifty foot six inch, seventy ton, type xm boxcars (the Cars), having the following markings:

	<u>Original Markings</u>	<u>Present Markings</u>
1	NSL 102270	ICG✓ 501575
2	NSL 102271	PAL✓ 701131
3	NSL 102272	ICG✓ 501658
4	NSL 102273	ICG✓ 501660
5	NSL 102274	ICG✓ 501659
6	NSL 102275	PAL✓ 701145
7	NSL 102276	ICG✓ 501650
8	NSL 102277	ICG✓ 501648
9	NSL 102278	NSL✓ 102278
10	NSL 102279	NSL✓ 102279
11	NSL 102280	WLO✓ 502800
12	NSL 102281	MISS✓ 102281
13	NSL 102282	ICG✓ 501574
14	NSL 102283	ICG✓ 501654
15	NSL 102284	NSL✓ 102284
16	NSL 102285	WLO✓ 502873
17	NSL 102286	ICG 501646
18	NSL 102287	ICG 501656
19	NSL 102288	ICG 501655
20	NSL 102289	ICG 501653
21	NSL 102290	WLO✓ 502825
22	NSL 102291	WLO✓ 502826
23	NSL 102292	ICG 501652
24	NSL 102293	ICG 501657
25	NSL 102294	ICG 501647
26	NSL 102295	MISS 102295
27	NSL 102296	ICG 501651
28	NSL 102297	ICG 501649

TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller represents and warrants as follows:

(A) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature

whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars or giving possession of the Cars to Purchaser.

(B) THE CARS ARE PURCHASED BY PURCHASER "AS IS WHERE IS" AND SELLER DOES NOT MAKE ANY WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE CARS, MERCHANTABILITY OF THE CARS, FITNESS OF THE CARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE CARS EXCEPT AS SET FORTH ABOVE.

IN WITNESS WHEREOF, Seller has executed this instrument as of October 3, 1988.

ATTEST:

CITIZENS AND SOUTHERN TRUST COMPANY

*Lepony R. Canzates*

BY: *M. Franklin Sanders*  
*Personal Services officer*

STATE OF SOUTH CAROLINA     )  
  )   ss:  
COUNTY OF RICHLAND         )

On this 3rd day of October, 1988, before me personally appeared M. FRANKLIN SANDERS, to me personally known, who being by me duly sworn says that such person is PERSONAL SERVICES OFFICER and trust officer of CITIZENS AND SOUTHERN TRUST COMPANY, that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 11-10-97

**CERTIFICATE OF INCUMBENCY**  
**CITIZENS AND SOUTHERN TRUST**  
**COMPANY (SOUTH CAROLINA), NATIONAL ASSOCIATION**

I HEREBY CERTIFY that the following is a true and complete extract from the By-Laws of Citizens and Southern Trust Company (South Carolina), National Association, a national banking association; that it remains in full force and effect; that the following persons have been duly appointed and now hold the offices designated; and that the signatures set opposite their names are their genuine signatures.

Section 8.2 Execution of Instruments. Any officer of the Association is empowered to execute in the name of and on behalf of the Association notes, deeds, leases, contracts, agreements, conveyances, trust indenture, or any other instrument or document that may be deemed necessary and proper for the conduct of the business of the Association in any capacity in which the Association may be acting, whether for itself or as executor, administrator, guardian, trustee or in any other fiduciary, agency or representative capacity and including, without limitation on the foregoing, the execution of documents to

- (a) cancel or satisfy contracts, security agreements, and deeds of trust;
- (b) surrender notes, bonds or other evidences of indebtedness and accept payments thereof;
- (c) sell, assign, transfer and convey stocks, bonds, real estate, evidences of indebtedness or any interest therein, participations and all other securities corporate or otherwise, including rights and options to acquire or sell the same, and request payment or reissue of any and all United States securities of any description registered on the books of the Treasury Department or registered securities with respect to which the Treasury Department acts as transfer agent, all as may be now or hereafter held by the Association in any capacity;
- (d) make or give any declaration, affidavit, certification, oath or other statement required or requested by any other party to any business transaction by the Association, or required permitted or made necessary by any statute, rule, regulation or order.

Beth S. McLeod, Personal Services Officer

(Type Name and Title)

Beth S. McLeod  
(Signature)

M. Franklin Sanders, Personal Services Officer

(Type Name and Title)

M. Franklin Sanders  
(Signature)

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 13<sup>th</sup> day of September, 1988.

Holly R. Kemp  
Assistant Secretary

(SEAL)